

0100820019

Union Pacific Corporation



Jack E. Jerrett
Senior Corporate Attorney

RECORDATION NO. 14458-B
OCT 19 1995 10:20AM

October 17, 1995

FEDERAL EXPRESS

Vernon A. Williams
Secretary
Interstate Commerce Commission
12th Street and Constitution Avenue, N.W.
Washington, DC 20423

**Re: Missouri Pacific Railroad Company
Equipment Trust Series No. 23**

OCT 19 10 24 AM '95
LICENSING DIVISION

Dear Mr. Williams:

Enclosed please find an original and three counterparts of the document described below, which are to be filed and recorded pursuant to 49 U.S.C. §11303.

The document is a Bill of Sale and Declaration of Payment, dated as of October 10, 1995, executed by Citibank, as Trustee under the above-captioned Equipment Trust Agreement, consenting that the record of its title to the equipment covered by such Equipment Trust Agreement be canceled and discharged. The Equipment Trust Agreement is recorded under Recordation No. 14458.

I have enclosed a fee of \$21. Please return to me one stamped counterpart of the Bill of Sale and Declaration of Payment and any additional counterparts which you do not need for recordation. Kindly acknowledge your receipt of this letter and its enclosures by stamping and returning to me the extra copy of this letter which I have enclosed.

Sincerely,

JEJ:cee
Enclosures
cc: Michael J. Staffenbeal

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Interstate Commerce Commission
Washington, D.C. 20423-0001

10/19/95

Office Of The Secretary

Jack E. Jerrett
Senior Corporate Attorney
Union Pacific Railroad Company
Martin Tower, Eighth and Eaton Aves.,
Bethlehem, PA. 18018

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 10/19/95 at 10:20AM , and assigned recordation number(s). 14458-B.

Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)

(0100820019)

\$ 21.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

BILL OF SALE AND DECLARATION OF PAYMENT

RECORDATION NO. 14458-B
FILED 14458

OCT 18 1995 10 30 AM

MISSOURI PUBLIC SERVICE COMMISSION

KNOW ALL MEN BY THESE PRESENTS, that

WHEREAS, Missouri Pacific Railroad Company, a Delaware corporation (the "Company"), and Citibank, N.A., a national banking association incorporated and existing under the laws of the United States of America, as trustee (the "Trustee"), have entered into an Equipment Trust Agreement, dated as of August 15, 1984, which was filed and recorded pursuant to 49 U.S.C. §11303 (formerly Section 20c of the Interstate Commerce Act) on October 24, 1984 and assigned Recordation No. 14458; and a First Supplemental Agreement, dated as of December 15, 1984, amending and restating such Equipment Trust Agreement, which was filed and recorded pursuant to Section 11303 on June 10, 1985 and assigned Recordation No. 14458-A (the Equipment Trust Agreement, as amended, being hereinafter referred to as the "Agreement"), covering the construction and transfer of the units of railroad equipment (the "Equipment") described in Schedule A hereto and, pursuant to the Agreement, the Trustee has issued \$58,200,000.00 aggregate principal amount of Missouri Pacific Railroad Equipment Trust Series No. 23 Equipment Trust Certificates; and

WHEREAS, on August 1, 1995 the Company made the final payment due under the Agreement; and

WHEREAS, the Company has paid the Trustee the full aggregate purchase price for all the Equipment, together with interest, and any and all other payments as provided in the Agreement, and the Company represents and warrants that it has performed all the covenants and conditions contained in the Agreement;

NOW, THEREFORE, the Trustee does hereby declare and acknowledge that to the best of its knowledge and belief and based on the foregoing, all the terms and conditions stipulated in the Agreement have been fully performed and that all monies payable thereunder have been fully paid.

WHEREUPON, the Trustee does hereby grant, bargain, sell and convey unto the Company, without recourse in any event, in any contingency or for any cause, the Equipment free and clear of all liens and encumbrances created in or retained by it under the Agreement, it being understood that the Trustee makes no other covenants of title, representations or warranties, expressed or implied, in law or in equity, with respect to any other liens or with respect to any other matters relating to the Equipment, including without limitation the existence of such Equipment, that the Equipment has not been previously leased under the Agreement or that the Equipment has not suffered a Casualty Occurrence (as defined in the Agreement).

TO HAVE AND TO HOLD all and singular the Equipment unto the Company, its successors and assigns forever.

IN WITNESS WHEREOF, the Trustee has caused this instrument to be executed under its corporate seal by its officers thereunto duly authorized this 10th day of OCTOBER, 1995.

CITIBANK, N.A.,
As Trustee

By: 

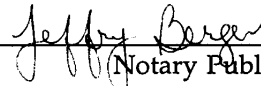
P. DeFELICE
Vice President

Attest:


Vice President

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 10th day of OCTOBER, 1995, before me personally appeared
R. DUFFELSE, to me personally known, who being by me duly sworn, said that
he is a Vice President of Citibank, N.A., the seal affixed to the foregoing instrument
is the corporate seal of such corporation and the instrument was signed and sealed on
behalf of the corporation by authority of its Board of Directors, and he acknowledged
that the execution of the foregoing instrument was the free act and deed of the corpo-
ration.



Notary Public

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JEFFRY BERGER
Notary Public, State of New York
No. 01BE5015814
Qualified in Kings County
Commission Expires July 26, 1997

SCHEDULE A

**MISSOURI PACIFIC RAILROAD COMPANY
EQUIPMENT TRUST SERIES #23
DESCRIPTION OF EQUIPMENT AS OF AUGUST 1, 1995**

LOCOMOTIVES

UP	5000	UP	5041
UP	5001	UP	5042
UP	5002	UP	5043
UP	5003	UP	5044
UP	5004	UP	5045
UP	5005	UP	5046
UP	5006	UP	5047
UP	5007	UP	5048
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